

**UNITED STATES BANKRUPTCY COURT
FOR THE SOUTHERN DISTRICT OF INDIANA**

In re: USA Gymnastics

Case No. 18-09108
11/01-11/30/2020

MONTHLY OPERATING REPORT

REQUIRED DOCUMENTS	Form No.	Document Attached	Explanation Attached	Debtor Statement
Schedule of Cash Receipts and Disbursements	MOR-1	X		
Bank Reconciliation (or copies of debtor's bank reconciliations)	MOR-1a			X
Schedule of Professional Fees Paid	MOR-1b	X		
Statement of Operations	MOR-2	X		
Balance Sheet	MOR-3	X		
Status of Post Petition Taxes				X
Summary of Unpaid Postpetition Debts	MOR-4	X		
Listing of Aged Accounts Payable	MOR-4a	X		
Accounts Receivable Reconciliation and Aging	MOR-5	X		
Debtor Questionnaire	MOR-6	X		

I declare under penalty of perjury (28 U.S.C. Section 1746) that the information contained in this monthly operating report (including attached supporting documentation) is true and correct to the best of my knowledge, information and belief.

/s/ Bernadette M. Barron

Signature of Debtor
Bernadette M. Barron
Chief Financial Officer

12/15/2020

Date

Note:

The last four digits of the Debtor's federal tax identification number are 7871.

The location of the Debtor's principal office is 130 E. Washington Street, Suite 700, Indianapolis, Indiana 46204.

<p>The information contained herein is provided to fulfill the requirements of the Office of the United States Trustee. All information herein is unaudited and subject to future adjustment. Certain assumptions have been made as noted herein.</p>

In re: USA Gymnastics

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RELATED DEBTORS

None

In re: USA Gymnastics

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GENERAL NOTES

The financial statements and supplemental information contained herein are unaudited, preliminary, and may not comply with generally accepted accounting principles ("GAAP") in all material respects. In addition, the financial statements and supplemental information contained herein is provided to fulfill the requirements of the Office of the United States Trustee and have been derived from the books and records of the Debtor existing at the time the Debtor filed its respective petition for relief under chapter 11 of the Bankruptcy Code or based on records. The Debtor cannot guarantee the reliability of the information contained in the general ledgers and other books and records that were prepared by their former management. Further, the amounts included herein may differ materially from the amounts set forth in any of the Debtors' Schedules of Assets and Liabilities and/or the Debtor's Statement of Financial Affairs.

The Debtor is reporting preliminary financial information that may be subject to substantial and material revision based upon further review, year-end analysis and/or tax return adjustments.

The Internal Revenue Service has ruled both the Organization and Foundation qualify under Section 501(c)(3) of the Internal Revenue Code and, are therefore, generally not subject to income taxation under present income tax laws. Payroll taxes are inclusive of the amount collected by Paychex and can be made available by request.

Insurance Receivables and Contingent Liability are recorded in accordance with the 2017 Audited Financial Statements.

The Debtors reserve the right to amend or supplement the information contained in this report.

	PNC Bank Acct #7647	PNC Bank Acct #8792	PNC Bank Acct #0228	PNC Bank Acct #2009	PNC Bank Acct #2326	PNC Bank Acct #6923	BMO Bank Acct #7259	Total
Beginning Book Cash								
Opening Book Balance	8,184,125.19	1,611.26	43,856.52	600,000.00	10,006.29	1,677,883.77	0.00	10,517,483.03
RECEIPTS								
Accounts Receivable Collections								0.00
Interest		0.13	1.17		0.26			1.56
Merchandise Sales	503.04		4,208.85					4,711.89
Legal Reimbursements								0.00
Reimbursement from USAG State and Regions								0.00
Membership /Sanctions/ Congress Registration	1,241,030.21							1,241,030.21
Sales / Receipts	215,798.77							215,798.77
Transfers		6,000.00						6,000.00
SBA PPP Funding								0.00
USOPC Funding/NGF								0.00
TOTAL RECEIPTS	1,457,332.02	6,000.13	4,210.02	0.00	0.26	0.00	0.00	1,467,542.43
DISBURSEMENTS								
Athlete Support/Apparel	23,934.43							23,934.43
Bank Charges/Fees/Unprocessed Voids	2,621.45		2,254.81					4,876.26
Computer Related Expenses	2,100.00							2,100.00
Contract Labor	99,731.98							99,731.98
Dues/Subscriptions/Licenses	261.02							261.02
Employee Retirement Plan Funding								0.00
Equipment Purchased	12,405.95							12,405.95
Event Related Expenses	53,963.76							53,963.76
Expenses Paid on Behalf of State/Region								0.00
Insurance/Employee Benefits	881,904.20							881,904.20
Misc Administrative Expenses	10,935.02	751.66						11,686.68
Payroll Including Related Taxes	287,872.90							287,872.90
Printing/Postage/Freight	5,786.98							5,786.98
Professional Fees	72,740.00							72,740.00
Professional Fees - Bankruptcy	86,068.32							86,068.32
Purchased Services								0.00
Refunds/Returns/Voided Payments	63.00							63.00
Rent - Building/Parking	54,938.12							54,938.12
Rental Property Equipment	706.56							706.56
Repairs and Maintenance	479.60							479.60
Supplies	160.43							160.43
Transfers	6,000.00							6,000.00
Travel and Entertainment	(311.86)							(311.86)
U.S. Trustee Quarterly Fees	81,793.00							81,793.00
Utilities/Telephone	2,288.71							2,288.71
TOTAL DISBURSEMENTS	1,686,443.57	751.66	2,254.81	0.00	0.00	0.00	0.00	1,689,450.04
NET CASH FLOW (Receipts Less Disbursements)								
	(229,111.55)	5,248.47	1,955.21	0.00	0.26	0.00	0.00	(221,907.61)
CASH - END OF MONTH								
	7,955,013.64	6,859.73	45,811.73	600,000.00	10,006.55	1,677,883.77	0.00	10,295,575.42
Special Purpose Funds				600,000.00	10,006.55	1,677,883.77		2,287,890.32
BANK RECONCILIATIONS								
	PNC Bank Acct #7647	PNC Bank Acct #8792	PNC Bank Acct #0228	PNC Bank Acct #2326	PNC Bank Acct #2010	PNC Bank Acct #3829		Total
BALANCE PER BOOKS	7,955,013.64	6,859.73	45,811.73	600,000.00	10,006.55	1,677,883.77	0.00	10,295,575.42
BANK BALANCE	8,025,634.41	6,859.73	45,811.73	600,000.00	10,006.55	1,677,883.77	0.00	10,366,196.19
(+) DEPOSITS IN TRANSIT								0.00
(-) OUTSTANDING CHECKS	(70,620.77)							(70,620.77)
OTHER (ATTACH EXPLANATION)								0.00
ADJUSTED BANK BALANCE*	7,955,013.64	6,859.73	45,811.73	600,000.00	10,006.55	1,677,883.77	0.00	10,295,575.42
*Adjusted bank balance must equal balance per books.								
DISBURSEMENTS FOR CALCULATING U.S. TRUST								

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MOR-1a
DECLARATION REGARDING THE BANK RECONCILIATION

Bernadette M. Barron, hereby declares and states:

I am the Chief Financial Officer for the above-captioned debtor. In this capacity, I am familiar with the day-to-day operations, business affairs and books and records.

Except as otherwise indicated, all facts set forth in this declaration are based upon my personal knowledge of the operations and finances of USA Gymnastics and information learned from my review. All statements in the Declaration are based on my personal knowledge, my review of the relevant documents and discussions with certain employees of the Debtor.

To the best of my knowledge, all of the Debtor's bank balances are reconciled in an accurate and timely manner.

Dated: 12/15/2020 /s/ Bernadette M. Barron
Bernadette M. Barron
Chief Financial Officer

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MOR-1b
SCHEDULE OF PROFESSIONAL FEES AND EXPENSES PAID

This schedule is to include all retained professional payments from case inception to current month.

Payee	Period Covered	Amount Approved	Payor	Check Number	Date	Amount Paid		Inception-To-Date	
						Fees	Expenses	Fees	Expenses
Jenner & Block	12/5/18-9/30/20	5,348,461	USAG					2,887,674	111,471
Miller Johnson	12/5/18-10/31/20	1,516,716	USAG					865,504	37,970
Pachulski, Stang, Ziehl &	12/5/18-04/30/20	2,395,588	USAG					1,799,643	43,578
Plews Shadley Racher &	12/5/18-10/31/20	2,564,502	USAG					1,172,359	50,099
Barnes & Thornburg	12/5/18-4/30/20	212,990	USAG					88,781	1,682
Rubin & Levin	12/5/18-10/31/20	359,502	USAG					259,953	7,134
Development Specialists,	5/15/19-03/31/20	141,683	USAG					118,351	123
FrankGecker LLP	5/28/19-07/31/20	116,503	USAG					105,538	326
Totals		12,655,945						7,297,803	252,383

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STATEMENT OF OPERATIONS

REVENUE		EXPENSES	
Marketing	24,567	Marketing	
Events	6,000	Marketing	
		Event:	-
		Events: Other	4,449
Total Marketing and Events	30,567	Total Marketing and Events	4,449
Communications	-		
New Media	5,909	Membership	-
Total Communications	5,909	Congress	-
		Education	51,485
Women	1,500	Merchandising	2,644
Men	5,180	Safe Sport	52,350
T&T	420	Total Member Services	106,479
RSG	1,080		
Sports Acro	-	Communications	-
Multit-Discipline	-	Content	-
Gym for all	-	New Media	1,447
Total Program	8,180	Total Communications	1,447
Membership	700,000	Women	149,409
Congress	-	Men	96,216
Education	49,147	T&T	30,267
Merchandising	4,712	Rhythmic	33,436
Total Member Services	753,859	Sports Acro	5,250
		Multi Discipline	9,082
Grant Inc-USOPC and NGF	98,423	Medical	21,227
Admin	228,868	Gym For All	-
Total Revenue	1,125,806	Total Program	344,887
		International Relations	4,333
		Governance	-
		Administrative	410,981
		Legal	261,961
		Insurance	1,248,400
		Depreciation	11,973
		Total Admin	1,937,648
		Total Expenses	2,394,910
		TOTAL NET INCOME	(1,269,104)

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MOR-3				
BALANCE SHEET				
ASSETS				LIABILITIES AND NET ASSETS
Current Assets				Liabilities
Cash: Operating		8,007,685		Accounts Payable-Prepetition
Cash: Special Purpose		2,287,890		Accounts Payable-Post-Petition
Total Cash		10,295,575		Contingent Liability
				Deferred Revenues
Accounts Receivable		-		Accrued Liabilities
Prepaid Expenses		503,915		PPP Loan
Inventory		86,624		
Insurance Receivable		75,000,000		Total Liabilities
Total Current Assets		85,886,114		
Furniture, Fixtures, and Equipment				Retained Earnings
Property, Plant and Equipment		1,654,030		
Accumulated Depreciation		(1,408,138)		
Net Furniture, Fixtures, and Equipment		245,892		
Total Assets		86,132,006		Total Liabilities and Equity

MOR-1a
DECLARATION REGARDING STATUS OF POST PETITION TAXES

Bernadette M. Barron, hereby declares and states:

I am the Chief Financial Officer for the above-captioned debtor. In this capacity, I am familiar with the day to day tax operations of USA Gymnastics.

Except as otherwise indicated, all facts set forth in this declaration are based upon my personal knowledge of the operations and finances of USA Gymnastics, information learned from my review of relevant documents and information that I have received from other members of management and/or the Debtor's advisors. I am authorized to submit this declaration on behalf of USA Gymnastics and, if I were called upon to testify, I could and would testify competently to the facts set forth herein. I submit this declaration under penalty of perjury pursuant to 28 U.S.C. Section 1746.

To the best of my knowledge, the Debtor has filed all necessary federal, state and local tax returns and made all required post-petition tax payments in connection therewith on a timely basis or have promptly remediated any late filings or payments that may have occurred due to unintentional oversights.

Dated: 12/15/2020

/s/ Bernadette M. Barron

Bernadette M. Barron

Chief Financial Officer

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ACCOUNTS RECEIVABLE RECONCILIATION AND AGING

Accounts Receivable Reconciliation	Amount
Total Accounts Receivable at the beginning of the reporting period	-
+ Amounts billed during the period	-
- Amounts collected during billing period	-
Total Accounts Receivable at the end of the reporting period	-
Accounts Receivable Aging	Amount
0-30 days old	-
31-60 days old	-
61-90 days old	-
90+ days old	-
Total Accounts Receivable	-

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LISTING OF AGED ACCOUNTS PAYABLE				
Invoice Date	Days Outstanding	Vendor	Description	Amount
3/31/19	640	Rubin & Levin	Professional Fees	3,182.30
4/30/19	610	Pachulski Stang Ziehl & Jones LLP	Professional Fees	159.60
4/30/19	610	Rubin & Levin	Professional Fees	5,143.10
5/31/19	579	Pachulski Stang Ziehl & Jones LLP	Professional Fees	46,600.10
6/30/19	549	Development Specialists, Inc	Professional Fees	884.00
6/30/19	549	Fred Caruso	Professional Fees	10,122.00
6/30/19	549	Miller Johnson Snell & Cummiskey	Professional Fees	8,593.38
6/30/19	549	Pachulski Stang Ziehl & Jones LLP	Professional Fees	36,486.40
6/30/19	549	Rubin & Levin	Professional Fees	8,549.40
7/31/19	518	Development Specialists, Inc	Professional Fees	1,417.00
7/31/19	518	Fred Caruso	Professional Fees	5,418.00
7/31/19	518	Miller Johnson Snell & Cummiskey	Professional Fees	8,626.70
7/31/19	518	Pachulski Stang Ziehl & Jones LLP	Professional Fees	50,819.10
7/31/19	518	Rubin & Levin	Professional Fees	848.20
8/30/19	488	Development Specialists, Inc	Professional Fees	409.50
8/30/19	488	Fred Caruso	Professional Fees	812.00
8/30/19	488	Miller Johnson Snell & Cummiskey	Professional Fees	12,225.70
8/30/19	488	Pachulski Stang Ziehl & Jones LLP	Professional Fees	30,725.40
9/30/19	457	Jenner & Block	Professional Fees	138,588.84
9/30/19	457	Miller Johnson Snell & Cummiskey	Professional Fees	11,845.90
9/30/19	457	Pachulski Stang Ziehl & Jones LLP	Professional Fees	7,772.10
9/30/19	457	Plews Shadley Racher & Braun LLP	Professional Fees	16,339.40
9/30/19	457	Rubin & Levin	Professional Fees	3,857.20
10/31/19	426	Jenner & Block	Professional Fees	64,630.19
10/31/19	426	Miller Johnson Snell & Cummiskey	Professional Fees	12,987.10
10/31/19	426	Pachulski Stang Ziehl & Jones LLP	Professional Fees	4,719.20
10/31/19	426	Plews Shadley Racher & Braun LLP	Professional Fees	19,327.40
10/31/19	426	Plews Shadley Racher & Braun LLP	Professional Fees	77,309.60
11/30/19	396	Jenner & Block	Professional Fees	60,124.28
11/30/19	396	Miller Johnson Snell & Cummiskey	Professional Fees	8,679.10
11/30/19	396	Pachulski Stang Ziehl & Jones LLP	Professional Fees	18,036.60
11/30/19	396	Plews Shadley Racher & Braun LLP	Professional Fees	25,069.60
11/30/19	396	Plews Shadley Racher & Braun LLP	Professional Fees	100,278.40
12/31/19	365	Development Specialists, Inc	Professional Fees	1,183.00
12/31/19	365	Fred Caruso	Professional Fees	1,008.00
12/31/19	365	Jenner & Block	Professional Fees	39,644.38
12/31/19	365	Jenner & Block	Professional Fees	158,577.52
12/31/19	365	Miller Johnson Snell & Cummiskey	Professional Fees	6,679.30
12/31/19	365	Pachulski Stang Ziehl & Jones LLP	Professional Fees	11,840.70
12/31/19	365	Plews Shadley Racher & Braun LLP	Professional Fees	13,402.90
12/31/19	365	Plews Shadley Racher & Braun LLP	Professional Fees	53,611.60
12/31/19	365	Rubin & Levin	Professional Fees	1,544.80
1/31/20	334	Barnes & Thornburg	Professional Fees	50,530.00
1/31/20	334	Barnes & Thornburg	Professional Fees	69,556.58
1/31/20	334	Jenner & Block	Professional Fees	67,235.76
1/31/20	334	Jenner & Block	Professional Fees	268,943.04
1/31/20	334	Miller Johnson Snell & Cummiskey	Professional Fees	40,323.00

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LISTING OF AGED ACCOUNTS PAYABLE				
Invoice Date	Days Outstanding	Vendor	Description	Amount
1/31/20	334	Pachulski Stang Ziehl & Jones LLP	Professional Fees	25,618.30
1/31/20	334	Plews Shadley Racher & Braun LLP	Professional Fees	19,747.10
1/31/20	334	Plews Shadley Racher & Braun LLP	Professional Fees	78,988.40
1/31/20	334	Rubin & Levin	Professional Fees	2,960.10
2/1/20	333	Jenner & Block	Professional Fees	31,318.11
2/28/20	306	Jenner & Block	Professional Fees	125,272.44
2/28/20	306	Jenner & Block	Professional Fees	57,362.04
2/28/20	306	Miller Johnson Snell & Cummiskey	Professional Fees	50,358.00
2/28/20	306	Pachulski Stang Ziehl & Jones LLP	Professional Fees	26,783.30
2/28/20	306	Plews Shadley Racher & Braun LLP	Professional Fees	17,323.10
2/28/20	306	Plews Shadley Racher & Braun LLP	Professional Fees	69,292.40
2/28/20	306	Rubin & Levin	Professional Fees	6,962.40
3/31/20	274	Development Specialists, Inc	Professional Fees	588.00
3/31/20	274	Fred Caruso	Professional Fees	1,368.00
3/31/20	274	Jenner & Block	Professional Fees	229,448.16
3/31/20	274	Miller Johnson Snell & Cummiskey	Professional Fees	52,243.00
3/31/20	274	Pachulski Stang Ziehl & Jones LLP	Professional Fees	57,360.20
3/31/20	274	Pachulski Stang Ziehl & Jones LLP	Professional Fees	239,829.28
3/31/20	274	Plews Shadley Racher & Braun LLP	Professional Fees	18,208.40
3/31/20	274	Plews Shadley Racher & Braun LLP	Professional Fees	72,833.60
3/31/20	274	Rubin & Levin	Professional Fees	6,577.00
4/30/20	244	Jenner & Block	Professional Fees	35,595.54
4/30/20	244	Jenner & Block	Professional Fees	143,642.01
4/30/20	244	Miller Johnson Snell & Cummiskey	Professional Fees	54,486.40
4/30/20	244	Miller Johnson Snell & Cummiskey	Professional Fees	13,366.60
4/30/20	244	Pachulski Stang Ziehl & Jones LLP	Professional Fees	26,970.96
4/30/20	244	Pachulski Stang Ziehl & Jones LLP	Professional Fees	6,573.40
4/30/20	244	Plews Shadley Racher & Braun LLP	Professional Fees	18,508.70
4/30/20	244	Plews Shadley Racher & Braun LLP	Professional Fees	74,075.45
4/30/20	244	Rubin & Levin	Professional Fees	17,035.95
5/31/20	213	Barnes & Thornburg	Professional Fees	1,578.63
5/31/20	213	Barnes & Thornburg	Professional Fees	862.40
5/31/20	213	Jenner & Block	Professional Fees	43,622.19
5/31/20	213	Jenner & Block	Professional Fees	175,187.04
5/31/20	213	Miller Johnson Snell & Cummiskey	Professional Fees	57,096.89
5/31/20	213	Miller Johnson Snell & Cummiskey	Professional Fees	13,687.10
5/31/20	213	Plews Shadley Racher & Braun LLP	Professional Fees	113,380.60
5/31/20	213	Plews Shadley Racher & Braun LLP	Professional Fees	28,337.20
5/31/20	213	Rubin & Levin	Professional Fees	11,856.97
5/31/20	213	Rubin & Levin	Professional Fees	2,940.10
6/30/20	183	Jenner & Block	Professional Fees	57,127.41
6/30/20	183	Jenner & Block	Professional Fees	231,701.46
6/30/20	183	Jenner & Block	Professional Fees	(9,173.98)
6/30/20	183	Miller Johnson Snell & Cummiskey	Professional Fees	51,278.45
6/30/20	183	Miller Johnson Snell & Cummiskey	Professional Fees	12,328.60
6/30/20	183	Miller Johnson Snell & Cummiskey	Professional Fees	(3,156.22)
6/30/20	183	Pachulski Stang Ziehl & Jones LLP	Professional Fees	(37,928.33)

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LISTING OF AGED ACCOUNTS PAYABLE				
Invoice Date	Days Outstanding	Vendor	Description	Amount
6/30/20	183	Plews Shadley Racher & Braun LLP	Professional Fees	95,310.60
6/30/20	183	Plews Shadley Racher & Braun LLP	Professional Fees	23,414.60
6/30/20	183	Plews Shadley Racher & Braun LLP	Professional Fees	(14,398.65)
6/30/20	183	Rubin & Levin	Professional Fees	10,889.40
6/30/20	183	Rubin & Levin	Professional Fees	2,645.50
6/30/20	183	Rubin & Levin	Professional Fees	(10,000.00)
7/31/20	152	Rubin & Levin	Professional Fees	619.30
7/31/20	152	Rubin & Levin	Professional Fees	2,480.50
8/31/20	121	FrankGecker	Professional Fees	10,637.40
8/31/20	121	Jenner & Block	Professional Fees	146,654.48
8/31/20	121	Jenner & Block	Professional Fees	187094.74
8/31/20	121	Miller Johnson Snell & Cummiskey	Professional Fees	49,890.00
8/31/20	121	Miller Johnson Snell & Cummiskey	Professional Fees	12463..4
8/31/20	121	Miller Johnson Snell & Cummiskey	Professional Fees	62,353.40
8/31/20	121	Plews Shadley Racher & Braun LLP	Professional Fees	138,482.95
8/31/20	121	Plews Shadley Racher & Braun LLP	Professional Fees	34,003.60
9/30/20	91	Miller Johnson Snell & Cummiskey	Professional Fees	29,346.08
9/30/20	91	Miller Johnson Snell & Cummiskey	Professional Fees	7,324.90
9/30/20	91	Miller Johnson Snell & Cummiskey	Professional Fees	6,093.00
9/30/20	91	Miller Johnson Snell & Cummiskey	Professional Fees	1,499.20
9/30/20	91	Plews Shadley Racher & Braun LLP	Professional Fees	108,994.05
9/30/20	91	Plews Shadley Racher & Braun LLP	Professional Fees	27,082.60
9/30/20	91	Rubin & Levin	Professional Fees	5,834.88
9/30/20	91	Rubin & Levin	Professional Fees	1,453.10
10/31/20	60	Rubin & Levin	Professional Fees	2,569.00
10/31/20	30	US Center for Safe Sport	Professional Fees	90,460.38
11/30/20	0	Aon	Administrative	109,940.13
11/30/20	0	Jenner & Block	Professional Fees	96,720.91
11/30/20	0	Miller Johnson Snell & Cummiskey	Professional Fees	45,085.61
11/30/20	0	Plews Shadley Racher & Braun LLP	Professional Fees	113,119.27
11/30/20	0	Rubin & Levin	Professional Fees	4,466.60
		Total Post Petition		5,306,157.75
		Includes 20% Holdback on Professional fees		

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SUMMARY OF UNPAID POST ACCOUNTS PAYABLE

Accounts Payable Reconciliation	
Total Accounts Payable at the beginning of the reporting period	4,934,496
+ Amounts billed during the period	1,733,712
- Amounts paid during billing period	(1,362,051)
Total Accounts Payable at the end of the reporting period	5,306,157
Accounts Payable Aging	
0-30 days old	459,792
31-60 days old	2,569
61-90 days old	0
90+ days old	4,843,796
Total Accounts Payable	5,306,157

In re: USA Gymnastics

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DEBTOR QUESTIONNAIRE

Must be completed each month		Yes	No
1	Have any assets been sold or transferred outside the normal course of business this reporting period? If yes, provide an explanation below.		X
2	Have any funds been disbursed from any accounts other than a debtor in possession account this reporting period? If yes, provide an explanation below.		X
3	Have all postpetition tax returns been timely filed? If no, provide an explanation below.	X	
4	Are workers compensation, general liability and other necessary insurance coverages in effect? If no, provide an explanation below.	X	
5	Has any bank account been opened during the reporting period? If yes, provide documentation identifying the opened account(s).		X